

*Furnish this exhibit for EACH foreign principal listed in an initial statement
and for EACH additional foreign principal acquired subsequently.*

- | | |
|--|---|
| <p>1. Name and address of registrant
Hogan & Hartson
555-13th Street, N.W.
Washington, D.C. 20004</p> <p>3. Name of foreign principal
Government of Poland</p> | <p>2. Registration No.

2244</p> <p>4. Principal address of foreign principal
Swietokrzyska Street 12
Warsaw, Poland</p> |
|--|---|
5. Indicate whether your foreign principal is one of the following type:
- ☒ Foreign government
- ☐ Foreign political party
- ☐ Foreign or ☐ domestic organization: If either, check one of the following:
- | | |
|--------------------------------------|--|
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Committee |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Voluntary group |
| <input type="checkbox"/> Association | <input type="checkbox"/> Other (specify) _____ |
- ☐ Individual—State his nationality _____
6. If the foreign principal is a foreign government, state:
- a) Branch or agency represented by the registrant. **Ministry of Finance**
- b) Name and title of official with whom registrant deals.
Leszek Balcerowicz, Deputy Prime Minister and Minister of Finance
Jan M. Boniuk, Director of Foreign Debt
7. If the foreign principal is a foreign political party, state:
- a) Principal address
- b) Name and title of official with whom the registrant deals.
- c) Principal aim
8. If the foreign principal is not a foreign government or a foreign political party, Not applicable.
- a) State the nature of the business or activity of this foreign principal

Not applicable.

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b) Is this foreign principal

Owned by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☐

Directed by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☐

Controlled by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☐

Financed by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☐

Subsidized in whole by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☐

Subsidized in part by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☐

9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page may be used.)*

Not applicable.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

Not applicable.

Date of Exhibit A

November 16, 1988

Name and Title

Joseph C. Bell, Partner

Signature



INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant	Name of Foreign Principal
Hogan & Hartson	Government of Poland

Check Appropriate Boxes:

- ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
- ☒ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- ☐ The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

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The registrant has been asked to represent the foreign principal's interests in connection with economic assistance to Poland, including without limitation legislation in the United States Congress dealing with assistance to Poland and the implementation of such legislation by executive departments and agencies. The registrant may also provide legal advice and assistance in connection with the laws and procedures of Poland, including without limitation taxation, antitrust and monopolies, investment incentives, and customs laws. The registrant may also provide advice to or represent the foreign principal with respect to debt renegotiation, privatization undertakings, commercial transactions, and joint ventures. Except where otherwise agreed, the registrant will represent the foreign principal on a non-fee basis, subject to monthly reimbursement of the registrant's out-of-pocket expenses for telecommunications and other approved expenses. The registrant and the foreign principal will review this agreement on April 1, 1990 to determine the basis on which their relationship will be continued.

5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

See item 4 above and attached correspondence.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?¹
Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

The registrant's activities on behalf of the foreign principal occasionally may include communications with Executive Branch officials, with officials of the U.S. Government agencies, and with members of the U.S. Congress and their staff relating to legislation and actions of the Executive Branch and of U.S. Government agencies that may affect or relate to the interests of the foreign principal, including without limitation U.S. laws, regulations and policies relating to economic assistance for Poland.

Date of Exhibit B

November 16, 1989

Name and Title

Joseph C. Bell, Partner

Signature

¹Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

HOGAN & HARTSON

COLUMBIA SQUARE
555 THIRTEENTH STREET NW
WASHINGTON, DC 20004-1109
202/637-5600
JOSEPH C. BELL
DIRECT DIAL 202/637-5780

6701 ROCKLEDGE DRIVE
BETHESDA, MARYLAND 20817
301/493-0030

111 SOUTH CALVERT STREET
BALTIMORE, MARYLAND 21202
301/659-2700

November 7, 1989

8300 GREENSBORO DRIVE
MCLEAN, VIRGINIA 22102
703/848-2600

COPY OF TELEX

Mr. Leszek Balcerowicz
Minister of Finance
Government of Poland
Warsaw, Poland

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INTERNAL SECURITY
SECTION
REGISTRATION UNIT

Dear Mr. Minister:

This to confirm our agreement, based upon our discussion of November 6, 1989, that the Minister of Finance of the Government of Poland will retain the law firm of Hogan & Hartson to provide legal representation as set out below.

1. Hogan & Hartson ("H&H") will represent the Minister of Finance and provide advice and assistance to the Minister in connection with mutually agreed matters involving the United States government, including legislation in the United States Congress dealing with assistance to Poland and implementation of such legislation by the executive department and agencies of the United States government.
2. Upon the request of the Minister, H&H will review and provide legal advice and assistance in connection with revisions to the laws and procedures of Poland, in such areas as taxation, banking, securities and capital markets, energy, telecommunications, antitrust and monopolies, investment incentives and customs laws, with particular reference to the impact of such changes on the potential for foreign investment and trade.
3. H&H will assist the Minister in identifying resources in the U.S. Government and in U.S. businesses and universities to meet particular needs of the Minister as identified from time to time.
4. Until April 1, 1990, H&H will provide assistance to the Minister in connection with projects undertaken under paragraphs 1, 2 and 3 on a non-fee basis, subject to monthly

reimbursement by the Minister of H&H's out-of-pocket expenses. Such expenses shall be limited to telecommunications and authorized, in advance, travel or other expense. Continuation on this basis after April 1 will depend upon the review provided for in paragraph 7.

5. H&H shall also assist the Minister on a non-fee basis, subject to reimbursement of out-of-pocket expenses as limited above, to determine the feasibility of issuing bonds or other securities in the United States, the proceeds of which would be utilized to assist Polish development, and in seeking any changes in U.S. law which may be required in connection with the issuance of such bonds or other securities. If the Minister decides to issue such bonds or other securities, H&H shall be principal legal counsel for such issuance on terms and conditions to be agreed.

6. H&H may provide further legal assistance to the Minister on other matters, such as debt renegotiation, privatization undertakings, commercial transactions, joint ventures and other projects. The terms and conditions of such assistance shall be agreed upon at the time such assistance is undertaken.

7. The Minister and H&H shall review this agreement on or before April 1, 1990 to determine on what basis to continue the representation.

We deeply believe that Poland's movement to democracy and the establishment of a market economy is one of the important historical events of our time. It will be a great privilege for us and Hogan & Hartson to contribute in some small way to your success. We look forward to working with you.

Sincerely,

Joseph C. Bell
Samuel R. Berger
Arthur J. Rothkopf

HOGAN & HARTSON

COPY OF TELEX
FROM LESZEK BALCEROWICZ
MINISTER OF FINANCE
TO JOSEPH C. BELL
HOGAN & HARTSON

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MR. JOSEPH C. BELL
HOGAN & HARTSON
555 THIRTEENTH STREET, N.W.
WASHINGTON, D.C. 20004

DEAR MR. BELL:

THIS IS TO CONFIRM THAT THE LAW FIRM OF HOGAN AND HARTSON
IS RETAINED IN ACCORDANCE WITH THE UNDERSTANDINGS SET FORTH IN
YOUR LETTER OF NOVEMBER 7, 1989 TO REPRESENT THE MINISTER OF
FINANCE OF THE GOVERNMENT OF POLAND IN THE UNITED STATES.

YOURS TRULY,

LESZEK BALCEROWICZ
MINISTER OF FINANCE

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